### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	-
	:	Case No. 18-23538 (RDD)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	<b>v</b>	· · ·

#### **AFFIDAVIT OF SERVICE**

I, Gerhald R. Pasabangi, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On April 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by the method set forth on the Master Service List attached hereto as **Exhibit A**:

- Debtors' Supplemental Memorandum of Law in Further Support of Their Motion to Enforce the Automatic Stay [Docket No. 3079]
- Second Supplemental Declaration of Mohsin Y. Meghji in Support of the Debtors' Motion to Enforce [Docket No. 3080]
- Notice of Corrected Exhibit to Notice of Assumption and Assignment of Additional Designatable Leases [Docket No. 3088] (the "Corrected Assumption Exhibit Notice")

<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On April 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by the method set forth on the Fee Application Notice Parties Service List attached hereto as **Exhibit B**:

- Fourth Monthly Fee Statement of Weil, Gotshal & Manges LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for Debtors for the Period from January 1, 2019 through January 31, 2019 [Docket No. 3084]
- McAndrews, Held and Malloy's First Interim Fee Application for Compensation Earned from October 15, 2018 through February 28, 2019 [Docket No. 3087]

On April 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the De Minimis Notice Parties Service List attached hereto as **Exhibit C**:

Notice of De Minimis Asset Sale for Kmart Store # 4721 (Coalinga, CA) [Docket No. 3086]

On April 8, 2019, at my direction and under my supervision, employees of Prime Clerk caused the Corrected Assumption Exhibit Notice to be served via overnight mail on National Distribution Centers LLC, (MMLID: 4857533), Sidney R. Brown, CEO, 1515 Burnt Mill Road, Cherry Hill, NJ 08003.

Dated: April 11, 2019

Gerhald R. Pasabangi

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on April 11, 2019, by Gerhald R. Pasabangi, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

2

Signature:

Oleg Bitman
Notary Public, State of New York
No. 01816339574

Qualified in Queens County Commission Expires: April 04, 2023 18-23538-shl Doc 3154 Filed 04/11/19 Entered 04/11/19 17:04:23 Main Document Pg 3 of 35

#### Exhibit A

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#### Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
		Attn: Dana Nessel, Juandisha M. Harris		
		3030 W. Grand Blvd.		
	AG and Assistant AG for the State of	Cadillac Place, Ste. 10-200		
Counsel to State of Michigan, Department of Treasury	Michigan, Dept. of Treasury	Detroit MI 48202	harrisj12@michigan.gov	Email
beautier to state of intelligan, separament of freasary	internigati, pepti or reasory	500 00 mm 10202	idizengoff@akingump.com	2.11011
		Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner	pdublin@akingump.com	
Proposed Counsel to Official Committee of Unsecured Creditors of		One Bryant Park	agureshi@akingump.com	
Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	New York NY 10036	sbrauner@akingump.com	Email
a contraction of the contraction		Attn: Pamela H. Walters, Johnetta Lang		
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Attorneys for Aldine Independent School District	Aldine Independent School District	Houston TX 77073	bnkatty@aldineisd.org	Email
According to the macpendent sensor sistence	7 manie maepenaem senser sistnet	Attn: Jenelle C. Arnold	Simulative diameters	
		4375 Jutland Drive, Suite 200		
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon		P.O. Box 17933		
FKA the Bank of New York	Aldridge Pite, LLP	San Diego CA 92177-0933	jarnold@aldridgepite.com	Email
THE BUILD FROM	rianage rice, zz.	Attn: James J. Vincequerra	jamoia@aianagepiteicom	2.11011
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		16th Floor		
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Los Angeles CA 90071	leib.lerner@alston.com	Email
counsel to the intent century to know entertainment 220	7 1151011 Q 2114 221	Attn: Anthony J. D'Artiglio, Esq.	iensineriter (granstorineorii	2.11011
		365 Rifle Camp Road		
Counsel to Sayville Menlo, LLC	Ansell Grimm & Aaron, P.C.	Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
Counsel to say time memo, 220	7 misem erimini er reien, i rei	Attn: Anthony J. D'Artiglio, Joshua S. Bauchner	ajue unseng	2.11011
		365 Rifle Camp Road		
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Counsel to Community Unit School District 300	Archer & Greiner, P.C.	New York NY 10017	lschildkraut@archerlaw.com	Email
	, manuer of or one only i to	Attn: Andrew I. Silfen, Beth Brownstein		
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		Suite 4200	brian.lohan@arnoldporter.com	
Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Chicago IL 60602	ginger.clements@arnoldporter.com	Email
IQ9-200 SW C Ave, LLC ("SW LLC")		2 2202 2272	0 0 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	
and U.S. Bank, National Association as Trustee,				
Successor-in-interest to Bank of America, N.A.,				
as Trustee, Successor-by-merger to LaSalle Bank		Attn: Joseph Aronauer, Esq.		
National Association, as Trustee for Morgan Stanley		One Grand Central Place		
Capital I Inc., Commercial Mortgage Pass-Through		60 East 42nd Street, Suite 1420		
Certificates, Series 2005-IQ9	Aronauer & Yudell, LLP	New York NY 10165	jaronauer@ayllp.com	Email
		Attn: Courtney A. Schael, Esq.	7	
		100 Quimby Street		
		Suite 1		
Counsel to Shinn Fu Company of America, Inc.	Ashford – Schael LLC	Westfield NJ 07090	CSchael@AshfordNJLaw.com	Email

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#### Master Service List

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		Room 3A115		
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		127 Public Square, Suite 2000		
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		45 Rockefeller Plaza		
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Counsel to Brixmor Property Group, Inc. and Federal Realty	Dollard Cache LLD		nellest Challerdenshr som	Email
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Centennial Real Estate Co., CenterCal Properties, LLC, GS Pacific ER,		Attn: Dustin P. Branch		
LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT 2007-C33		2029 Century Park East Suite 800		
Independence Center, LLC, and White Plains Galleria Limited	Delland Cooks LLD		h h d @ h - H h	E
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Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33				
Independence Center LLC, Starwood Retail Partners LLC, Kravco				
•		Attn: Leslie C. Heilman, Matthew G. Summers		
Company, Brixmor Property Group, Inc., Centennial Real Estate Co.,		*		
CenterCal Properties, LLC, C. E. Johns Company, Inc., GEM Realty		919 N. Market Street		
Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real	D. H I.G I I.D.	11th Floor	heilmanl@ballardspahr.com	e 11
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JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, Salmon		Attn: Kevin M. Newman		
Run Shopping Center, L.L.C., S&R Company of West Seneca NewCo,		Barclay Damon Tower		
LLC, Washington Commons NewCo LLC, and DGI LS, LLC, Light 125		125 East Jefferson Street		
James West LLC, Shilington Plaza LLC	Barclay Damon LLP	Syracuse NY 13202	knewman@barclaydamon.com	Email
James West LLC, Smillington Plaza LLC	Dairiay Dailloll LLP	Syracuse INT 13202	кнемптапшрагстауцаптоп.сопт	EIIIdii

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#### Master Service List

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Cansan Company, LLC; Fairsan Company LLC; Floreff LLC;				
Fundamentals Co LLC; Greenmich LLC; Hareff LLC; Hillsborough				
Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer,				
Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC;		Attn: Jeffrey Rhodes		
Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and		1825 Eye Street NW		
Sugensteve LLC	Blank Rome LLP	Washington DC 20006	JRhodes@BlankRome.com	Email
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Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo				
Limited Partnership; Cansan Company, LLC; Fairsan Company LLC;				
Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC;				
Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and		Attn: Stanley B. Tarr, Evan J. Zucker		
Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin		The Chrysler Building		
LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC;		405 Lexington Avenue	Tarr@BlankRome.com	

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#### Master Service List

Master Service List Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
DESCRIPTION	MAIVIL	Attn: Wanda Borges, Esq., Sue L. Chin, Esq.	LIVIAIL	WIETHOD OF SERVICE
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		80 South Eighth Street		
Councel to 1803 LLC and Camagaran LLC	Priggs and Margan, P. A	Minneapolis MN 55402	iiorisson@briggs.com	Email
Counsel to 1803, LLC, and Camegaran, LLC	Briggs and Morgan, P.A.	Attn: Kristen N. Pate	jjorissen@briggs.com	Email
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		Suite 300		
Coursellts Describing Describe DEIT less as Asset	Decelificated December DEIT to a			First Class Mail
Counsel to Brookfield Proprty REIT Inc., as Agent	Brookfield Property REIT Inc.	Chicago IL 60654-1607 Attn: Julie F. Montgomery, Esq.		First Class Mail
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Inc., and Concur Technologies, Inc.	Brown & Connery, LLP	Woodbury NJ 08096	jmontgomery@brownconnery.com	Email
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Square Company dba Governor's Square Mall, Huntington Mall				
Company dba Huntington Mall, Meadowbrook Mall Company dba				
Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall,				
the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania		Attn: Richard T. Davis		
Mall Company dba Spotsylvania Towne Centre and Howland		5577 Youngstown-Warren Rd.		
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Master Service List Served as set forth below

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		Attn: Sarah J. Klebolt, Esq.	Total State Comments	
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		Ste. 1800		
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Course to 14 Oaks Associates, LLC	Carriody MacDonald F.C.	Attn: Marc J. Kurzman	sjk@carmodymacdonaid.com	Lillali
Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store #		707 Summer Street		
9416	Commandy Townson Condols & Honnessy HD	Stamford CT 06901	NAK umman @ samma dulau sam	Email
9416	Carmody Torrance Sandak & Hennessy LLP	Attn: Thomas J. Sansone	MKurzman@carmodylaw.com	EIIIdii
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9416	Carmody Torrance Sandak & Hennessy LLP	New Haven CT 06509-1950	tsansone@carmodylaw.com	Email
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	Carter Conboy Case Blackmore Maloney &	Suite 500		
Local Counsel to BH North American Corporation	Laird, P.C.	Albany NY 12211	mcatalfimo@carterconboy.com	Email
Counsel to the Bank of New York Mellon Trust Company and the				
Chase Manhattan Bank, N.A., Successor Trustees for the SRAC		Attn: James Gadsden, Esq.	gadsden@clm.com	
Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured		2 Wall Street	bankruptcy@clm.com	
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and The Libman Company	Certilman Balin Adler & Hyman, LLP	East Meadow NY 11554	rnosek@certilmanbalin.com	Email
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		US Bankruptcy Court SDNY		
		300 Quarropas Street, Room 248		
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	White Plains NY 10601		Overnight Mail
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Counsel to W33N, EEC	Chapman and Cutier LLi	New Tork IVI 10020	wildinowsky@chapman.com	Eman
Counsel to Cardinal Health 110, LLC, Cardinal Health 112, LLC, and		Attn: Beth J. Rotenberg, Scott A. Zuber		
Cardinal Health PR 120, Inc., subsidiaries and affiliates of Cardinal		One Boland Drive	brotenberg@csglaw.com	
	Chiesa Shahinian & Giantomasi PC			Email
Health, Inc., an Ohio Corporation, Top 20 Unsecured Creditor	Chiesa Shaniman & Giantomasi PC	West Orange NJ 07052  Attn: Kevin J. Simard, Jonathan D. Marshall	szuber@csglaw.com	Email
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#### Master Service List

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# 18-23538-shl Doc 3154 Filed 04/11/19 Entered 04/11/19 17:04:23 Main Document Pg 27 of 35 Exhibit A

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Attn: David S. Kupetz & Claire K. Wu  Counsel for Izek Shomof and Alene Shomof Irrevocable Children's  Trust Dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC  SulmeyerKupetz, A Professional Corporation Los Angeles CA 90071 Attn: Vivek Suri, Esq. 20 Vesey Street Suite 300  Counsel to KG Denim Limited  Suri Law Office  New York NY 10007 Attn: Bruce M. Sattin, Esq. 101 Grovers Mill Road Suite 200	Counsel to Fairholme Capital Management, LLC, and the Fairholme		125 Broad Street	dietdericha@sullcrom.com	
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#### Master Service List

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#### Master Service List

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Say W. Larvoiré Avenue singuisée Commercal Finance, inc. Weltman, Weinberg & Réss Co., L. P.A. Atter, Jones C. Vundermark Three Square Pries Square					
Source for Droycha Industries Commercial Finance, Inc.  Welfrane, Weinberg & Reis Co., L.P.A.  After James C. Wordermank 7 Times Square			Lakeside Place, Suite 200		
Source for Droycha Industries Commercial Finance, Inc.  Welfrane, Weinberg & Reis Co., L.P.A.  After James C. Wordermank 7 Times Square			323 W. Lakeside Avenue		
Atto James C. Vandermark 7 Times Square Soite 200 White and Williams LIP White and White an	Counsel to Toyota Industries Commercial Finance, Inc.	Weltman, Weinberg & Reis Co., L.P.A.		sfink@weltman.com	Email
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Source Los Americo Real Estate Company, Salesforce com, Inc., Cisco yoursel for Angole ILC White and Williams LIP New York NY 10036-5524 Attr., Kenneth N. Levok, Fug., 200 White Find N. White Find N. Levok, Fug., 200 White Find N. Wh			7 Times Square		
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Aftir: Stephen B, G-rold The Renaissance Centre 405 North King Street, Sufe 900  Whiteford, Taylor & Preston LLC  Whiteford, Taylor	Counsel to Angela Kelly and Janyce L. MacKenzie	Whiteford, Taylor & Preston LLC	Tarrytown NY 10591	klewis@wtplaw.com	Email
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Suite 100 2.00% PIK-Toggle Notes Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 2.00% PIK-Toggle Notes Wilmington Savings Fund Society, FSB Wilmington DE 19801  Attn: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290  Minneapolis MM 55402  Minneapolis M 55402			Attn: Patrick J. Healy		
Wilmington Savings Fund Society, FSB Wilmington DE 19801 phealy@wsfsbank.com Email  Attr.: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290 Minneapolis MN 55402 Attr.: Steven Cimalore, Vice President Rodney Square North 1100 North Market Street ustee and collateral agent Wilmington Trust, National Association Wilmington Trust, National Association Wilmington DE 19890-0001 Scimalore@wilmingtontrust.com Email  Attr.: Steven Cimalore, Vice President Rodney Square North 1100 North Market Street  ustee and collateral agent Wilmington Trust, National Association, as indeture Wilmington Trust, National Association Wilmington DE 19890-0001 Scimalore@wilmingtontrust.com Email Attr.: Donald C. Cowan, Jr. 1265 Scottsville Road Ounsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalee Wilson, Elser, Moskowitz, Edelman & Dicker 1133 Westchester Avenue Ounsel to Putnam County and Tomra/RSI, LLC LIP White Plains NY 10604 Attr.: Rorman C. Witte 119 E. Kalamazoo Street Ounsel to 4th Street South II, LLC Witte Law Offices, PLLC Unsing M. 48933-2111 New Town Aron 11400 West Olympic Boulevard			501 Carr Road		
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Minington Trust, National Association Minneapolis MN 55402 First Class Mail  Attr: Steven Cimalore, Vice President Rodney Square North 1100 North Market Street  Minington Trust, National Association, as indeture  Minington Trust, National Association Minington Drust, National Association Minington			Corporate Capital Markets		
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Master Service List Served as set forth below

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#### Exhibit B

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Fee Application Notice Parties Service List Served as set forth below

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In re: Sears Holdings Corporation, et al.

#### Exhibit C

### 18-23538-shl Doc 3154 Filed 04/11/19 Entered 04/11/19 17:04:23 Main Document Pg 35 of 35 Exhibit C

De Minimis Notice Parties Service List Served as set forth below

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In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)